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SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF SACRAMENTO

THE PEOPLE OF THE STATE OF
CALIFORNIA, by and through the
CALIFORNIA CORPORATIONS
COMMISSIONER,

Plaintiff,

vs.

FILMMATES ENTERTAINMENT, INC., a
California corporation; FILMMATES
ENTERTAINMENT, INC, a Nevada
corporation; FILMMATES CORPORATION, a
California corporation; FILMMATES
PARTNERS, LLC, a California limited liability
company, SWIM COOL SYSTEMS, a
California corporation, SWIM COOL
SYSTEMS, LLC, a California limited liability
company, JAY MALLA MALDONADO, as an
individual; BILL NANCE, as an individual;
ALAN GODA, as an individual, and Does 1
through 10, inclusive,

Defendants.

Case No.: 07AS04961

**(PROPOSED) FINAL JUDGMENT OF
PERMANENT INJUNCTION AGAINST
DEFENDANTS, SWIM COOL SYSTEMS,
SWIM COOL SYSTEMS, LLC AND ALAN
F. GODA**

DATE:
TIME:
DEPT: 53
TRIAL DATE: None set

A. Plaintiff, the People of the State of California, by and through, Preston

DuFauchard, California Corporations Commissioner ("Plaintiff") filed a Complaint against

1 SWIM COOL SYSTEMS, SWIM COOL SYSTEMS, LLC AND ALAN F. GODA
2 (“Defendants”).

3 B. DEFENDANTS stipulated to jurisdiction of this Court over them and over the
4 subject matter of this action.

5 C. DEFENDANTS stipulated to receiving service of the Summons and Complaint
6 filed in this matter.

7 D. DEFENDANTS read the Complaint for Permanent Injunction, the Stipulation to
8 Entry of Judgment of Permanent Injunction Between Plaintiff and Defendants, Swim Cool
9 Systems, Swim Cool Systems, LLC and Alan F. Goda (referenced hereinafter as “Stipulation”),
10 this proposed Final Judgment of Permanent Injunction Against Defendants Swim Cool Systems,
11 Swim Cool Systems, LLC and Alan F. Goda (hereinafter “Final Judgment”) and DEFENDANTS
12 stipulate to entry of judgment on the terms and conditions contained in the Stipulation and
13 reflected in the Final Judgment.

14 E. DEFENDANTS waived entry of Findings of Fact and Conclusions of Law under
15 California Code of Civil Procedure section 632 and all rights to appeal the entry of the Final
16 Judgment.

17 F. DEFENDANTS waived any claims known to them against the State of California,
18 its agents, officers, or employees based on the facts underlying the present action.
19 DEFENDANTS specifically waived any rights provided by California Civil Code section 1542,
20 which provides: “A general release does not extend to claims which the Creditor does not know or
21 suspect to exist in his favor at the time of executing the release.”

22 G. DEFENDANTS stipulated and agreed that they entered into the Stipulation
23 voluntarily and without coercion, and acknowledged that no promises, threats or assurances have
24 been made by Plaintiff or any officer, or agent thereof to induce them to enter into the Stipulation.
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**PURSUANT TO STIPULATION OF THE PARTIES AND GOOD CAUSE
APPEARING THEREFOR, IT IS HEREBY ADJUDGED, ORDERED AND DECREED
THAT JUDGMENT BE ENTERED AS FOLLOWS:**

The following facts are deemed and stipulated to be true:

a. Defendant Swim Cool Systems ("Swim Cool") is a California corporation formed on November 2, 2006 and maintains a business address at 77971 Wildcat Drive, Palm Desert, California 92211. The California Secretary of State filing lists Alan Goda as the President.

b. Defendant Swim Cool Systems, LLC ("Swim Cool LLC") is a California limited liability company formed on November 15, 2006 and maintains a business address at 77971 Wildcat Drive, Palm Desert, California 92211. The California Secretary of State filing lists Alan Goda as an officer.

c. Defendant Alan Goda ("Goda") is an individual whose last known business address is 77971 Wildcat Drive, Palm Desert, California 92211066. Goda is a principal in Swim Cool Systems and Swim Cool Systems, LLC.

d. On October 25, 2005, Defendant Goda and Plaintiff, California Corporations Commissioner entered into a Desist and Refrain Order and Consent ("Order"), which was signed and agreed to by defendants FilmMates Corp., FilmMates LLC and Goda. The Order was issued because the Department found that FilmMates Corp., FilmMates LLC and Goda, through the officers, directors, partners, agents, employees and/or servants of FilmMates Corp., and FilmMates LLC were offering and selling unqualified, non-exempt securities, in violation of California Corporations Code section 25110. The Order prohibits those defendants from the further offer or sale of unqualified, non-exempt securities, in the State of California. The Order was personally signed by Alan Goda, as the founder of both FilmMates Corporation and FilmMates Partners, LLC on October 6, 2005.

e. FilmMates Corp., FilmMates LLC and Goda consented to the entry of the Order and waived their right to a hearing on this matter and to all judicial review of this matter pursuant to California Corporations Code Section 25532 as indicated by Goda's signature on the

1 Order dated October 6, 2005.

2 f. In 2007, Defendants Goda, Swim Cool Systems and Swim Cool Systems,
3 LLC offered unqualified non-exempt securities by way of general solicitations in the form of
4 advertisements in the Los Angeles Times newspaper, online edition.

5 g. Defendants, Goda, Swim Cool Systems, and Swim Cool Systems, LLC,
6 omitted to disclose the material fact to potential investors in the offer and sale of securities, that
7 Goda was the subject of a Desist and Refrain Order and Consent issued by the Commissioner of
8 Corporations on October 25, 2005, ordering Goda to desist and refrain from the further offer or
9 sale of unqualified, non-exempt securities in the State of California.

10 h. DEFENDANTS have no facts to support a defense to the allegation that
11 Defendants Goda, Swim Cool Systems and Swim Cool Systems, LLC offered unqualified non-
12 exempt securities by way of general solicitations in the State of California in violation of
13 California Corporations Code section 25110.

14 i. DEFENDANTS have no facts to support a defense to the allegation that
15 Defendants Goda, Swim Cool Systems, and Swim Cool Systems, LLC, omitted to disclose the
16 material fact to potential investors in the offer and sale of securities, in violation of California
17 Corporations Code section 25110.

18 j. DEFENDANTS have no facts to support a defense to the allegation that
19 Defendants Goda, violated the Order requiring Goda to desist and refrain from his
20 unlawful activity.

21
22 **AS A RESULT OF THE ABOVE THE COURT ENTERS JUDGMENT AS**
23 **FOLLOWS:**

24 1. DEFENDANTS, and their agents, employees, attorneys in fact in their capacities as
25 such, and all persons acting in concert or participating with them, shall be and are hereby
26 permanently enjoined from engaging in, committing, aiding and abetting, substantially assisting,
27 or performing directly or indirectly, by any means whatsoever, any of the following acts:

a. Violating California Corporations Code section 25110, by offering to sell, selling, arranging for the sale of, issuing, engaging in the business of selling, negotiating for the sale of any security of any kind, unless such security or transaction is qualified;

b. Violating California Corporations Code section 25401, by offering to sell or selling any security of any kind, including but not limited to, the securities described in the Complaint, by means of any written or oral communication which includes any untrue statement of material fact or omits or fails to state any material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading;

c. Violating the Desist and Refrain and Consent Order issued by the California Corporations Commissioner on October 25, 2005, by offering and selling unqualified, non-exempt securities in violation of California Corporations Code section 25110;

d. Removing, destroying, mutilating, concealing, altering, transferring, or otherwise disposing of, in any manner, any books, records, computer programs, computer files, computer printouts, correspondence, brochures, manuals, or any other "writing" or "document" of any kind as defined under California Evidence Code section 250, relating to the transactions and course of conduct as alleged in the complaint of this action, unless authorized by this Court;

2. The Court shall retain jurisdiction of this action in order to implement and enforce the terms of this Stipulation and entry of the Final Judgment pursuant thereto, and to entertain any suitable application or motion for additional relief or modification or any order made herein within the jurisdiction of the Court.

IT IS SO ORDERED.

Dated: _____

JUDGE OF THE SUPERIOR COURT